

RECORDATION NO. 27875-A FILED

MAY 13 '09 -4 35 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

May 13, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: RBSAF 98-031

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of May 13, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 27875.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.  
71 S. Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

Assignee: Center Capital Corporation  
3 Farm Glen Boulevard  
Farmington, CT 06032

Anne K. Quinlan, Esquire  
May 13, 2009  
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A description of the railroad equipment covered by the enclosed document is:

22 pieces of maintenance of way equipment manufactured by West Side Tractor Sales Co., Racine Railroad Products Inc., Nordco, Inc., Kershaw Manufacturing Co. and Linweld as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Alvord", followed by a small horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

This Memorandum of Lease Assignment, dated as of May 13, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and Center Capital Corporation, a ~~Connecticut~~ corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 031 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Name Soula Perakis  
Assistant Vice President

Title: \_\_\_\_\_

CENTER CAPITAL CORPORATION,  
AssigneeBy Name Jaime Faith Soter  
ASSISTANT VICE PRESIDENT

Title \_\_\_\_\_

State of Illinois       )  
                                  ) ss:  
County of Cook        )

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakisits AVP, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 13<sup>th</sup> day of May, 2009.

Misty Watte  
Notary Public



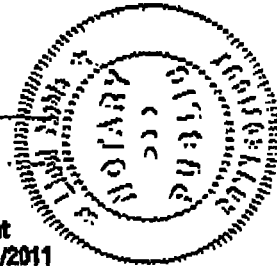
State of Connecticut )  
 ) ss:  
County of Hartford )

BEFORE ME, a Notary Public in and for said County and State, personally appeared Center Capital Corporation, a CT corporation (the "Corporation"), by Jaime F. Soter, its AVP, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Farmington, CT, this 13<sup>th</sup> day of May, 2009.

Linet Noble  
Notary Public

/ Linet Noble  
NOTARY PUBLIC  
State of Connecticut  
My Commission Expires 7/31/2011



**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE ASSIGNMENT**

1. **Equipment Schedule:** Equipment Schedule No. 031.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 031 is 84 months commencing as of November 1, 2006.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 31 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	West Side	TCM-120C	Magnet Crane	FF120CX036014	X6000266
1	Nordco	SP2R	Spike Puller	310044	X4700443
1	Nordco	NETP-1	Tie Puller	510034	X6200086
1	Racine	TPI	Tie Plate Inserter	TPI-012-06	X3800150
1	Racine	TPI	Tie Plate Inserter	TPI-013-06	X3800151
1	Kershaw	46-60	Ballast Regulator	46-589-06	X0600432
1	West Side	TCM-120C	Magnet Crane	FF120CX036010	X6000265
1	Kershaw	46-60	Ballast Regulator	46-588-06	X0600431
1	Kershaw	12-12	Tie Crane	12-1138-06	X6000263
1	Kershaw	12-12	Tie Crane	12-1139-06	X6000264
1	Linweld	302D	Miller Trailblazer Welder	LG083812	X7701786
1	Linweld	302D	Miller Trailblazer Welder	LG083813	X7701787
1	Linweld	302D	Miller Trailblazer Welder	LG083814	X7701788
1	Linweld	302D	Miller Trailblazer	LG083815	X7701789

**Welder**

1	Linweld	302D	Miller Trailblazer Welder	LG086190	X7701790
1	Linweld	302D	Miller Trailblazer Welder	LG086191	X7701791
1	Linweld	302D	Miller Trailblazer Welder	LG086210	X7701792
1	Linweld	302D	Miller Trailblazer Welder	LG086212	X7701793
1	Nordco	SP2R	Spike Puller	310042	X4700441
1	Nordco	SP2R	Spike Puller	310043	X4700442
1	Nordco	CX-N	Auto Spiker w/Nipper	410716	X4400399
1	Nordco	CX-N	Auto Spiker w/Nipper	410717	X4400400

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

5/13/09



\_\_\_\_\_  
Robert W. Alvord